

EXHIBIT C

INVESTOR SAFEGUARDS

These investor safeguards shall be in effect only until NewCo converts its Class B shares:

- If at the time NewCo converts its shares, it owns shares at least equal to 70% of DataCo, it shall have the right to purchase from DataCo, at market, a number of shares that will increase its ownership to 80%.
- Class A shares initially contain a provision that: (i) prevents any single holder or group (as defined under SEC rules) from voting more than ~~15%~~20% of the Class A stock; and (ii) if any such person or group acquires over ~~15%~~20% of the Class A stock, the votes represented by the shares in excess of ~~15%~~20% shall be apportioned among the remaining Class A shareholders. This provision will expire upon conversion of a majority of the Class B shares.
- The Class B shareholders shall have the right to elect one member of the Board.
- Class vote of B shareholders required for:
 - Merger, consolidation, sale of all or substantially all assets or similar transactions;
 - Bankruptcy or liquidation;
 - Authorization of additional stock;
 - Amendments to Charter or certain By-law provisions that affect the rights of the Class B shareholders;
 - ~~— Issuance of shares, securities convertible into shares, or share equivalents;~~
 - A material change in the nature or scope of DataCo's business; and
 - Any action that would make it unlawful for NewCo to exercise its conversion right.

- Newco consent required for:
 - Agreements or arrangements that (i) bind or purport to bind NewCo or any of its affiliates or (ii) contain provisions that trigger a default, or provide for a material payment as a result of NewCo's exercise of its conversion right.
 - Declaration of extraordinary dividends or other extraordinary distributions.

~~Acquisitions or joint ventures involving cash, stock, stock equivalents or assets in excess of \$100 million individually or \$500 million in the aggregate in any 12-month period~~

~~Dispositions within the first two years and thereafter dispositions in excess of \$50 million individually or \$250 million in the aggregate in any 12-month period.~~

~~The incurrence, in any annual period, of indebtedness which exceeds the debt level for that period anticipated in the prospectus for the initial public offering of DataCo by the lesser of (i) 20% of such anticipated debt level and (ii) \$500 million.~~

➤ Issuance of shares, securities convertible into shares or share equivalents ("Shares") except for: (i) Shares issued in connection with acquisitions provided that the aggregate number of Shares issued in connection with acquisitions does not exceed 30% of the shares outstanding at the close of DataCo's initial public offering; (ii) Shares issued to fund operating needs, provided that the aggregate number of Shares issued to fund operating needs does not exceed 5% of the shares outstanding at the close of DataCo's initial public offering; and (iii) Shares issued or granted to employees (including pursuant to benefit plans) provided that the number of Shares issued or granted to employees does not exceed the amount specified in the registration statement for its initial public offering.

➤ An acquisition or a series of related acquisitions that equal more than 20% of the fair market value of DataCo's assets or an acquisition or joint venture that is in excess of \$100 million and is not closely related to DataCo's business.

➤ A disposition or a series of related dispositions that are in excess of 20% of the fair market value of DataCo's assets.

- The incurrence of debt in excess of \$11 billion over a five year period, provided that DataCo shall not be permitted to incur more than 35% of such debt in any single year.